

## ABSTRAK

**Budi Michael Oloan (NPM: 01656170012)**

### **PERLINDUNGAN KEPENTINGAN PERSEROAN TERBATAS SEBAGAI AKIBAT TIDAK DIDAFTARKANNYA KEPUTUSAN RUPS TENTANG PERUBAHAN SUSUNAN DIREKSI PADA SISMINBAKUM:**

(xi + 94 halaman)

Tesis ini membahas kasus RUPS Tahunan yang memutuskan untuk memberhentikan semua Direksi Perseroan Terbatas, dalam agenda Persetujuan Perubahan Susunan Dewan Direksi dan / atau Dewan Komisaris Perseroan. Masalah muncul ketika Notaris tidak dapat memberitahukan perubahan komposisi Direksi Perseroan tersebut kepada Menteri Hukum dan Hak Asasi Manusia (Menkumham) melalui Sistem Administrasi Hukum Umum (Sisminbakum) sebagaimana diharuskan dalam Undang Undang Perseroan Terbatas (UUPT) karena Sisminbakum belum dapat mengakomodir kondisi pemberhentian semua direksi. Sebagai akibatnya, komposisi Direksi Perseroan yang terdaftar pada Sisminbakum masih terdaftar atas nama Direksi Perseroan yang sebenarnya sudah diberhentikan dalam RUPS Tahunan tersebut dan Direksi Perseroan yang diberhentikan tersebut juga mengklaim bahwa mereka masih merupakan manajemen resmi Perseroan sesuai dengan Sisminbakum. Padahal sebenarnya, Pasal 118 ayat 1 UUPT dan penjelasannya dapat memberi wewenang kepada Dewan Komisaris untuk melakukan Perseroan untuk jangka waktu tertentu setelah RUPST menyatakan bahwa semua direksi Perseroan diberhentikan, oleh karena itu posisi direksi Perseroan kosong. Untuk memitigasi risiko hukum dan keuangan bagi kepentingan perseroan, maka Dewan Komisaris harus melakukan RUPS Luar Biasa untuk mengangkat Dewan Direksi Perseroan yang baru, yang sebenarnya ini tidak akan diperlukan jika Notaris tetap memberitahukan secara manual perubahan susunan direksi tersebut kepada Otoritas terkait, yaitu Kemenkumham, Otoritas Bursa Efek Jakarta dan Otoritas Jasa Keuangan dan otoritas terkait tersebut memberikan pernyataan menerima perubahan susunan Direksi Perseroan tersebut dengan merujuk pada UUPT walaupun Sisminbakum belum dapat mengakomodir kondisi pemberhentian semua direksi sebagaimana diatur dalam Pasal 118 UUPT.

Referensi: 25 (1995-2019).

Kata kunci: Perlindungan, Perseroan Terbatas, Dewan Komisaris, Direksi, Sistem Administrasi Hukum Umum

## **ABSTRACT**

**Budi Michael Oloan (NPM : 01656170012 )**

### **PROTECTION FOR THE LIMITED LIABILITY COMPANY BECAUSE THE DECISION OF THE GMS REGARDING CHANGE OF DIRECTORS COMPOSITION CANNOT BE REGISTERED IN *SISMINBAKUM***

(xi + 94 pages)

This thesis discusses the case of an Annual GMS which decides to terminate all Directors of the Limited Liability Company, which agenda is Approval for Changes in the Composition of the Company's Board of Directors and/or Board of Commissioners. The problem arises since the Notary cannot notify said change of the composition of the Directors of a company to the Minister of Law and Human Right (MOJHR) through the General Legal Administration System (Sisminbakum) as required by the Company Law because technically, the Sisminbakum cannot accept such changes of Board of Directors's composition, which terminated all members of Directors of such Company. As the consequences, the composition of Directors of such Company in Sisminbakum were still registered under the name of the Directors of such Company which had been terminated by the Annual GMS and such Directors of such Company which had been terminated had also claimed that they are still the authorized management of the Company pursuant to the Sisminbakum. While actually, Article 118 paragraph 1 of the Company Law and its explanation gives the authority to the Board of Commissioners to conduct the management of such Company for a certain period of time pursuant to said Annual GMS which declared that all directors of such Company were dismissed, therefore the position of Board of Directors of such Company were vacant. In order to mitigate further legal and financial risk for the Company's interest, therefore the Board of Commissioners had to conduct an Extraordinary GMS to appoint new member for the Board of Directors of the Company, which actually this would not be necessary should the Notary had also made a manual notification of such changes of Board of Directors composition to the relevant authorities, which are the MOJHR, Jakarta Stock Exchange Authority and Financial Service Authority and such authorities had stated that they approved such changes of Board of Directors composition pursuant to the Company Law although the Sisminbakum cannot registered the termination all members of Board of Directors of a Company as provided under article 118 of the Company Law.

References : 25 (1995-2019).

Keywords: Protection, Limited Liability Company, Board of Commissioners, Board of Directors, General Law Administration System